

# EXHIBIT A



## Auctions

[FCC > WTB > Auctions Home > About Auctions](#)

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## About Auctions

### How Do I Become a Qualified Bidder?

In addition to filing an [FCC Form 175 application](#), each applicant must submit an upfront payment, which is a refundable deposit toward the bids they plan to make in the auction. Prior to an FCC auction, each license being auctioned is assigned a specific number of bidding units, and the upfront payment is used to buy the right to bid on those bidding units.

An applicant does not need to submit an upfront payment for each license specified in its Form 175. Instead, the applicant must only submit an upfront payment that will purchase the maximum number of bidding units on which it will wish to bid (including any standing high bids) in any single round. For example, an applicant may list 20 licenses in its Form 175, but only plan to bid on six of those licenses in any one round. That applicant could then submit an upfront payment that covers the bidding units for those six licenses. For the convenience of applicants, the system has a built-in upfront payment calculator.

The number of bidding units purchased with the upfront payment defines a bidder's maximum bidding eligibility. The maximum bidding eligibility is the maximum amount of bidding units on which the applicant will be permitted to bid (including any standing high bids) in any single round of bidding.

# EXHIBIT B

September \_\_\_\_, 2002

Mr. David W. Elkin  
President  
US MobilComm, Inc.  
805 Bryn Mawr Avenue  
Newton Square, PA 19073-4330

Re: **Re: Potential Sales or Other Dispositions of US MobilComm, Inc.  
Assets and/or Stock**

Dear Mr. Elkin:

At the request of Jeffrey Norman and other minority stockholders of US MobilComm, Inc., I am writing to inquire about the sale or other disposition of any assets or stock of US MobilComm, Inc. over the past three (3) years, and the distribution or use of any proceeds of any such sales or dispositions. Mr. Norman and the stockholders would like to receive documents and information about all such sales and dispositions and the distribution and/or use of any and all of such proceeds.

I understand that you have confirmed to Mr. Norman that at least one sale of assets has taken place. Despite Mr. Norman's requests, however, he has never received any information confirming the terms of such sale and the distribution and/or use of those sale proceeds.

Under these circumstances, Mr. Norman, on behalf of himself and the other minority stockholders, hereby requests, pursuant to, inter alia, Section 220 of the Delaware General Corporation Law, an inspection of US MobilComm, Inc.'s books and records, including, but not limited to, any and all documents relating to any sale or other disposition of assets or stock of US MobilComm, Inc., and the use and/or distribution of the proceeds of any such sale or other disposition. A copy of Mr. Norman's demand for such inspection under oath is attached hereto.

PTF0051

# EXHIBIT C

FCC Print Preview

https://wtbwww05.fcc.gov/cgi-bin/Print\_Preview/Print\_Preview.exe

FCC 601 Main Form	<i>e/lyja</i> <del>#0241</del>	Approved by OMB 3060 - 0798 See Instructions for public burden estimate
	<b>FCC Application for Wireless          Telecommunications Bureau          Radio Service Authorization</b>	Submitted 11/04/1998 at 12:58PM  File Number: 0000002429

1) Radio Service Code: QA	
2) Application Purpose: New	
3) If this request is for a Developmental License or an STA (Special Temporary Authorization), enter the appropriate code; otherwise enter N (Not Applicable).	N
4) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
5) If this request is for a Modification, Renewal Only, Renewal/Modification, Cancellation of License, Consolidate Callsigns or Duplicate License, enter the call sign of the existing FCC license.	Call Sign:
6) If this request is for a New, Amendment, Renewal Only, Renewal/Modification, enter the requested authorization expiration date (this item is optional).	
7) If this request is for a Modification, Renewal/Modification, or Amendment of a currently pending Modification of a site-specific authorization, will the request increase or expand the coverage area, service area, or interference contour of the authorization as defined in the Commission's rules for the radio service identified in Question 1?	
8) Does this filing request a Waiver of the Commission's Rules?	No

**Applicant Information**

9a) Taxpayer Identification Number: 232593053		9b) Sub-TIN:	
10) Licensee is a(n): Corporation			
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if other than individual): The Elkin Group, Inc.			
13) Name of Real Party In Interest of Applicant: The Elkin Group, Inc.			
14) Taxpayer Identification Number: 232593053			
15) Attention To: David W. Elkin			
16) P.O. Box:	And/Or	17) Street Address: 605 Bryn Mawr Avenue	
18) City: Newtown Square	19) State: PA	20) Zip: 19073-	
21) Telephone Number: (610)526-2372		22) FAX: (610)526-6761	
23) E-Mail: usm220@aol.com			
24) Do you want all correspondence and your authorization E-Mailed rather than sent via the U.S. mail? *If the answer to item 24 is 'Yes', be sure to include a valid E-Mail address in item 23 and item 34			Yes

**Contact Information (If different than applicant)**

25) First Name:	MI:	Last Name:	Suffix:
26) Entity Name:			
27) P.O. Box:	And/Or	28) Street Address:	
29) City:	30) State:	31) Zip:	
32) Telephone Number:		33) FAX:	
34) E-Mail:			

**Regulatory Status**

35) This filing is for authorization to provide or use the following type(s) of radio service offering (enter all that apply):		
No Common Carrier	Yes Non-Common Carrier	No Private, Internal communications

**Type of Radio Service**

36) This filing is for authorization to provide the following type(s) of radio service (enter all that apply):	Yes Fixed Yes Mobile No Radiolocation No Satellite (sound)
37) Interconnected Service? No	

**Fee Status**

38) Is the Applicant exempt from FCC application fees?
39) Is the Applicant exempt from FCC regulatory fees?
40) If 'Yes', does Applicant qualify as a Non-Commercial Educational Broadcaster?

**Alien Ownership Questions**

41) Is the Applicant a foreign government or the representative of any foreign government? If 'Yes', attach exhibit explaining circumstances.	No
42) Is the Applicant an alien or the representative of an alien? If 'Yes', attach exhibit explaining circumstances.	No
43) Is the Applicant a corporation organized under the laws of any foreign government? If 'Yes', attach exhibit explaining circumstances.	No
44) Is the Applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining circumstances.	No
45) Is the Applicant directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

**Basic Qualification Questions**

46) Has the Applicant or any party to this application or amendment had any FCC station authorization, license, or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
47) Has the Applicant or any party to this application or amendment, or any party directly or indirectly controlling the Applicant, ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
48) Has any court finally adjudged the Applicant or any party directly or indirectly controlling the Applicant guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
49) Is the Applicant or any party directly or indirectly controlling the Applicant, currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

**General Certification Statements**

FCC Print Preview

[https://wtbwww05.fcc.gov/cgi-bin/Print\\_Preview/Print\\_Preview.exe](https://wtbwww05.fcc.gov/cgi-bin/Print_Preview/Print_Preview.exe)

- 1) The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 2) The Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons.
- 3) The Applicant certifies that grant of this application would not cause the Applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20.
- 4) The Applicant certifies that the signature is that of the individual, partner, or officer or duly authorized employee of a corporation, or officer who is a member of an unincorporated association, or a duly authorized employee of the entity.
- 5) The Applicant certifies that all statements made in exhibits, attachments, or in documents incorporated by reference are material, are part of this application and are true, complete, correct, and made in good faith.
- 6) The Applicant certifies that neither the Applicant nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance.  
See Section 1.2002(b) of the rules, 47 CFR 1.2002(b) for the definition of 'party to the application' as used in this certification.

**Signature**

50) Typed or Printed Name of Party Authorized to Sign			
First Name: David	MI: W	Last Name: Elkin	Suffix:
51) Title: President			
Signature: David W Elkin			52) Date: 11/04/98
Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, § 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, § 503).			

FCC 601 Schedule B	Schedule for Geographically Licensed Services (other than Cellular)	Approved by OMB 3060 - 0798 See instructions for public burden estimate  File Number: 0000002429
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FCC Print Preview

https://wtbwww05.fcc.gov/cgi-bin/Print\_Preview/Print\_Preview.exe

Market/Channel Block				
1) Market Designator	2) Market Name	3) Channel Block	4) Sub-Market Designator	
BEA003	Boston-Worcester-Lawrence-Lowe	B		
BEA003	Boston-Worcester-Lawrence-Lowe	C		
BEA013	Washington-Baltimore, DC-MD-VA	D		
BEA031	Miami-Fort Lauderdale, FL	C		
BEA164	Sacramento-Yolo, CA	C		
Environmental Data (If required)				
Would a Commission grant of Authorization for any locations won in an auction be an action which may have a significant environmental effect as defined by Section 1.1307 of 47 CFR? If 'Yes', complete Items 6 through 10 for each affected location and also submit an environmental assessment, as required by 47 CFR, Section 1.1308 and 1.1311.				
5) NAD83 Latitude (DD-MM-SS.S-D)	6) NAD83 Longitude (DDD-MM-SS.S-D)	7) City	8) County	9) State
Certification Statements				
For Applicants Claiming Eligibility as an Entrepreneur Under the General Rule				
Applicant certifies that they are eligible to obtain the licenses for which they apply.				
For Applicants Claiming Eligibility as a Publicly Traded Corporation				
Applicant certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.				
For Applicants Claiming Eligibility using a Control Group Structure				
Applicant certifies that they are eligible to obtain the licenses for which they apply.				
Applicant certifies that the applicant's sole control group member is a pre-existing entity, if applicable.				
For Applicants Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium				
Applicant certifies that they are eligible to obtain the licenses for which they apply.				
Applicant certifies that the applicant's sole control group member is a pre-existing entity, if applicable.				
For Applicants Claiming Eligibility as a Rural Telephone Company				
Applicant certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.				

## Attachment List

Attachment Type	Date	Description	Contents
Other	11/04/98	Exhibit A: Ownership Information	Not Available
Other	11/04/98	Exhibit C: Designated Entity Information	Not Available
Other	11/04/98	Exhibit D: Agreements And Other Instruments	Not Available

The Elkin Group, Inc.

EXHIBIT A: APPLICANT IDENTITY AND OWNERSHIP INFORMATION

PAGE 1 OF 1

The Elkin Group, Inc. ("Elkin Group") is the applicant herein. Elkin Group is a corporation organized under Pennsylvania law. The name, address, principal business, relationship to other interest holders, percentage and amount of interest held, type of interest in Elkin Group, and citizenship of each shareholder of Elkin Group are as follows:

David Elkin  
805 Bryn Mawr Avenue  
Newtown Square, PA 19073  
Principal Business: Telecommunications  
Relationship to Other Interest Holders: N/A  
Percentage Held: 100%  
Type of Interest Held: Common Stock  
Citizenship: U.S.A.

Applicant hereby certifies, under penalty of perjury, that the foregoing is true and correct to the best of its knowledge and belief.

USMD000038

THE ELKIN GROUP, INC.  
 EXHIBIT C: STATUS AS A VERY SMALL BUSINESS  
 PAGE 1 OF 1

The Elkin Group, Inc. ("Elkin Group"), the applicant herein, qualifies as a very small business under Section 90.1021(b)(2) of the Commission's Rules because, as detailed below, Elkin Group, together with its affiliates and controlling principals, has average gross revenues that are not more than \$3 million for the preceding three years.

GROSS REVENUES

Calendar Year	<u>1995</u>	<u>1996</u>	<u>1997</u>
Elkin Group, Inc.	None	None	None
US MobilComm, Inc.	<u>\$10,697</u>	<u>\$62,645</u>	<u>\$117,626</u>
Total Gross Revenues	\$10,697	\$62,645	\$117,626

Total Gross Revenues for the Preceding Three Years: \$190,968

Average Gross Revenues for Preceding Three Years: \$63,656

Applicant hereby certifies, under penalty of perjury, that the foregoing is true and correct to the best of its knowledge and belief.

THE ELKIN GROUP, INC.

EXHIBIT D: AGREEMENTS WITH OTHER PARTIES/JOINT BIDDING ARRANGEMENTS

PAGE 1 OF 1

The Elkin Group, Inc. does not have any agreements with other parties, or joint bidding arrangements, for the FCC's Phase II 220 MHz Auction.

Applicant hereby certifies, under penalty of perjury, that the foregoing is true and correct to the best of its knowledge and belief.

USMD000040

# EXHIBIT D

WPOK943

0000016490

10/26/1999



## Federal Communications Commission

## Wireless Telecommunications Bureau

## Radio Station Authorization

<b>Call Sign:</b> WPOK943	<b>File Number:</b> 0000016490	<b>Print Date:</b> 10/26/1999			
<b>Name of Licensee:</b> <b>Attention:</b> David Elkin The Elkin Group, Inc. 805 Bryn Mawr Ave Newtown Square PA 19073-4330					
<b>Market Number:</b> BEA004	<b>Channel Block:</b> C	<b>Sub-Market Designator:</b> 0			
<b>Market Name:</b> Burlington, VT-NY					
The license hereof is authorized, for the period indicated, to operate a radio transmitting station in accordance with the terms and conditions hereinafter described. This authorization is subject to the provisions of the Communications Act of 1934, as amended, subsequent Acts of Congress, international treaties and agreements to which the United States is a signatory, and all pertinent rules and regulations of the Federal Communications Commission, contained in Title 47 of the code of Federal Regulations.					
<b>Effective Date</b>	<b>1st Build-out Date</b>	<b>2nd Build-out Date</b>	<b>3rd Build-out Date</b>	<b>4th Build-out Date</b>	<b>Expiration Date</b>
10/07/1999	10/07/2004	10/07/2009			10/07/2009
<b>Conditions:</b> Pursuant to Section 309(h) of the Communications Act of 1934, as amended, (47 U.S.C. 309(h)), this license is subject to the following conditions: This license does not vest in the licensee any right to operate a station nor any right in the use of frequencies beyond the term thereof nor in any other manner than authorized herein. Neither this license nor the right granted thereunder shall be assigned or otherwise transferred in violation of the Communications Act of 1934, as amended, 47 U.S.C. 151, et seq. This license is subject in terms to the right of use or control conferred by Section 706 of the Communications Act of 1934, as amended, 47 U.S.C. 606.					

A graphical representation of the geographic area authorized to this call sign may be generated by selecting 'License Search' at the following web address: <http://wtbwww05.fcc.gov>

USMD000045

WPOI695

0000002429

03/25/1999



## Federal Communications Commission

## Wireless Telecommunications Bureau

## Radio Station Authorization

<b>Call Sign:</b> WPOI695	<b>File Number:</b> 0000002429	<b>Print Date:</b> 03/25/1999			
<b>Name of Licensee:</b> <b>Attention:</b> David W. Elkin The Elkin Group, Inc. 805 Bryn Mawr Avenue Newtown Square PA 19073					
<b>Market Number:</b> BEA003	<b>Channel Block:</b> B	<b>Sub-Market Designator:</b> 0			
<b>Market Name:</b> Boston-Worcester-Lawrence-Lowe					
The license hereof is authorized, for the period indicated, to operate a radio transmitting station in accordance with the terms and conditions hereinafter described. This authorization is subject to the provisions of the Communications Act of 1934, as amended, subsequent Acts of Congress, international treaties and agreements to which the United States is a signatory, and all pertinent rules and regulations of the Federal Communications Commission, contained in Title 47, of the code of Federal Regulations.					
<b>Effective Date</b>	<b>1st Build-out Date</b>	<b>2nd Build-out Date</b>	<b>3rd Build-out Date</b>	<b>4th Build-out Date</b>	<b>Expiration Date</b>
03/22/1999	03/22/2004	03/22/2009			03/22/2009
<b>Conditions:</b> Pursuant to Section 309(h) of the Communications Act of 1934, as amended, (47 U.S.C. 309(h)), this license is subject to the following conditions: This license does not vest in the licensee any right to operate a station nor any right in the use of frequencies beyond the term thereof nor in any other manner then authorized herein. Neither this license nor the right granted thereunder shall be assigned or otherwise transferred in violation of the Communications Act of 1934, as amended, 47 U.S.C. 151, et seq. This license is subject in terms to the right of use or control conferred by Section 706 of the Communications Act of 1934, as amended, 47 U.S.C. 606.					

A graphical representation of the geographic area authorized to this call sign may be generated by selecting 'License Search' at the following web address: <http://wtbwww05.fcc.gov>

USMD000046

WPOI696

0000002429

03/25/1999



## Federal Communications Commission

## Wireless Telecommunications Bureau

## Radio Station Authorization

<b>Call Sign:</b> WPOI696	<b>File Number:</b> 0000002429	<b>Print Date:</b> 03/25/1999
<b>Name of Licensee:</b> <b>Attention:</b> David W. Elkin The Elkin Group, Inc. 805 Bryn Mawr Avenue Newtown Square PA 19073		
<b>Market Number:</b> BEA003	<b>Channel Block:</b> C	<b>Sub-Market Designator:</b> 0
<b>Market Name:</b> Boston-Worcester-Lawrence-Lowe		
The license hereof is authorized, for the period indicated, to operate a radio transmitting station in accordance with the terms and conditions hereinafter described. This authorization is subject to the provisions of the Communications Act of 1934, as amended, subsequent Acts of Congress, international treaties and agreements to which the United States is a signatory, and all pertinent rules and regulations of the Federal Communications Commission, contained in Title 47 of the code of Federal Regulations.		
<b>Effective Date</b>	<b>1st Build-out Date</b>	<b>2nd Build-out Date</b>
03/22/1999	03/22/2004	03/22/2009
<b>3rd Build-out Date</b>	<b>4th Build-out Date</b>	<b>Expiration Date</b>
		03/22/2009
<b>Conditions:</b> Pursuant to Section 309(h) of the Communications Act of 1934, as amended, (47 U.S.C. 309(h)), this license is subject to the following conditions: This license does not vest in the licensee any right to operate a station nor any right in the use of frequencies beyond the term thereof nor in any other manner then authorized herein. Neither this license nor the right granted thereunder shall be assigned or otherwise transferred in violation of the Communications Act of 1934, as amended, 47 U.S.C. 151, et seq. This license is subject in terms to the right of use or control conferred by Section 706 of the Communications Act of 1934, as amended, 47 U.S.C. 606.		

A graphical representation of the geographic area authorized to this call sign may be generated by selecting 'License Search' at the following web address: <http://wtbwww05.fcc.gov>

USMD000047



WPOI697

0000002429

03/25/1999



## Federal Communications Commission

## Wireless Telecommunications Bureau

## Radio Station Authorization

<b>Call Sign:</b> WPOI697	<b>File Number:</b> 0000002429	<b>Print Date:</b> 03/25/1999			
<b>Name of Licensee:</b> <b>Attention:</b> David W. Elkin The Elkin Group, Inc. 805 Bryn Mawr Avenue Newtown Square PA 19073					
<b>Market Number:</b> BEA013	<b>Channel Block:</b> D	<b>Sub-Market Designator:</b> 0			
<b>Market Name:</b> Washington-Baltimore, DC-MD-VA					
The license hereof is authorized, for the period indicated, to operate a radio transmitting station in accordance with the terms and conditions hereinafter described. This authorization is subject to the provisions of the Communications Act of 1934, as amended, subsequent Acts of Congress, international treaties and agreements to which the United States is a signatory, and all pertinent rules and regulations of the Federal Communications Commission, contained in Title 47 of the code of Federal Regulations.					
<b>Effective Date</b>	<b>1st Build-out Date</b>	<b>2nd Build-out Date</b>	<b>3rd Build-out Date</b>	<b>4th Build-out Date</b>	<b>Expiration Date</b>
03/22/1999	03/22/2004	03/22/2009			03/22/2009
<b>Conditions:</b> Pursuant to Section 309(h) of the Communications Act of 1934, as amended, (47 U.S.C. 309(h)), this license is subject to the following conditions: This license does not vest in the licensee any right to operate a station nor any right in the use of frequencies beyond the term thereof nor in any other manner then authorized herein. Neither this license nor the right granted thereunder shall be assigned or otherwise transferred in violation of the Communications Act of 1934, as amended, 47 U.S.C. 151, et seq. This license is subject in terms to the right of use or control conferred by Section 706 of the Communications Act of 1934, as amended, 47 U.S.C. 606.					

A graphical representation of the geographic area authorized to this call sign may be generated by selecting 'License Search' at the following web address: <http://wtbwww05.fcc.gov>

USMD000048

WPOI699

0000002429

03/25/1999



## Federal Communications Commission

## Wireless Telecommunications Bureau

## Radio Station Authorization

<b>Call Sign:</b> WPOI699	<b>File Number:</b> 0000002429	<b>Print Date:</b> 03/25/1999
<b>Name of Licensee:</b> <b>Attention:</b> David W. Elkin The Elkin Group, Inc. 805 Bryn Mawr Avenue Newtown Square PA 19073		
<b>Market Number:</b> BEA164	<b>Channel Block:</b> C	<b>Sub-Market Designator:</b> 0
<b>Market Name:</b> Sacramento-Yolo, CA		
The license hereof is authorized, for the period indicated, to operate a radio transmitting station in accordance with the terms and conditions hereinafter described. This authorization is subject to the provisions of the Communications Act of 1934, as amended, subsequent Acts of Congress, international treaties and agreements to which the United States is a signatory, and all pertinent rules and regulations of the Federal Communications Commission, contained in Title 47 of the code of Federal Regulations.		
<b>Effective Date</b>	<b>1st Build-out Date</b>	<b>2nd Build-out Date</b>
03/22/1999	03/22/2004	03/22/2009
<b>3rd Build-out Date</b>	<b>4th Build-out Date</b>	<b>Expiration Date</b>
		03/22/2009
<b>Conditions:</b> Pursuant to Section 309(h) of the Communications Act of 1934, as amended, (47 U.S.C. 309(h)), this license is subject to the following conditions: This license does not vest in the licensee any right to operate a station nor any right in the use of frequencies beyond the term thereof nor in any other manner then authorized herein. Neither this license nor the right granted thereunder shall be assigned or otherwise transferred in violation of the Communications Act of 1934, as amended, 47 U.S.C. 151, et seq. This license is subject in terms to the right of use or control conferred by Section 706 of the Communications Act of 1934, as amended, 47 U.S.C. 606.		

A graphical representation of the geographic area authorized to this call sign may be generated by selecting 'License Search' at the following web address: <http://wtbwww05.fcc.gov>

USMD000050

WPOI698

0000002429

03/25/1999



## Federal Communications Commission

## Wireless Telecommunications Bureau

## Radio Station Authorization

<b>Call Sign:</b> WPOI698	<b>File Number:</b> 0000002429	<b>Print Date:</b> 03/25/1999
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**Name of Licensee:**

**Attention:** David W. Elkin  
The Elkin Group, Inc.  
805 Bryn Mawr Avenue

Newtown Square PA 19073

<b>Market Number:</b> BEA031	<b>Channel Block:</b> C	<b>Sub-Market Designator:</b> 0
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**Market Name:** Miami-Fort Lauderdale, FL

The license hereof is authorized, for the period indicated, to operate a radio transmitting station in accordance with the terms and conditions hereinafter described. This authorization is subject to the provisions of the Communications Act of 1934, as amended, subsequent Acts of Congress, international treaties and agreements to which the United States is a signatory, and all pertinent rules and regulations of the Federal Communications Commission, contained in Title 47 of the code of Federal Regulations.

Effective Date	1st Build-out Date	2nd Build-out Date	3rd Build-out Date	4th Build-out Date	Expiration Date
03/22/1999	03/22/2004	03/22/2009			03/22/2009

**Conditions:**

Pursuant to Section 309(h) of the Communications Act of 1934, as amended, (47 U.S.C. 309(h)), this license is subject to the following conditions: This license does not vest in the licensee any right to operate a station nor any right in the use of frequencies beyond the term thereof nor in any other manner then authorized herein. Neither this license nor the right granted thereunder shall be assigned or otherwise transferred in violation of the Communications Act of 1934, as amended, 47 U.S.C. 151, et seq. This license is subject in terms to the right of use or control conferred by Section 706 of the Communications Act of 1934, as amended, 47 U.S.C. 606.

A graphical representation of the geographic area authorized to this call sign may be generated by selecting 'License Search' at the following web address: <http://wtbwww05.fcc.gov>

USMD000049

# EXHIBIT E



# PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION  
445 12th Street, S.W., TW-A325  
Washington, DC 20554

News Media Information (202) 418-0500  
Fax-On-Demand (202) 418-2830  
Internet: <http://www.fcc.gov>  
<ftp.fcc.gov>

Report Number: 422

Date of Report: 01/05/2000

Wireless Telecommunications Bureau  
Assignment of Authorization and Transfer of Control Applications  
Action

This Public Notice contains a listing of applications that have been acted upon by the Commission.

Purpose	File Number	Parties	Action Date	Action
AA	0000018671	Assignor: The Elkin Group, Inc. Assignee: Repeater Network Spectrum Aq., Inc.	12/29/1999	C

Full Assignment

Call Sign or Lead Call Sign: WPOI698

Radio Service Code(s)

QA

AA	0000023593	Assignor: ARCO COMMUNICATIONS INC Assignee: Aera Energy LLC	12/28/1999	M
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Full Assignment

Call Sign or Lead Call Sign: KMR27

Radio Service Code(s)

MG

# EXHIBIT F

Jeffrey M. Norman  
From: Jeffrey M. Norman [jnorman@snet.net]  
Sent: Tuesday, November 10, 1998 9:18 AM  
To: 'usm220@aol.com'  
Subject: usm

Dave,

Followed the auction and results on the internet.

Been talking to Mark Hatten over the last few weeks, he should have a sense in a few weeks if he will move forward to implement the plans he outlined to you before the auction. I'll keep you posted.

Also, please ask Rick to send me at least quarterly updates on P&L, balance sheet, capital contributions, and accrued management fees for USM, I haven't received any this year.

Jeff Norman  
[jnorman@snet.net](mailto:jnorman@snet.net)

PTF0050

Norman 12

# EXHIBIT G



[CLICK HERE AND TYPE COMPANY NAME]

FACSIMILE TRANSMITTAL SHEET

TO:	Mark Hatten & David Kleeman	FROM:	Jeff Norman
COMPANY:		DATE:	12/15/98
FAX NUMBER:	203-269-2378	TOTAL NO. OF PAGES INCLUDING COVER:	3
PHONE NUMBER:		SENDER'S REFERENCE NUMBER:	
RE:	USM P&L and Balance Sheet		
	YOUR REFERENCE NUMBER:		

☐ URGENT ☐ FOR REVIEW ☐ PLEASE COMMENT ☐ PLEASE REPLY ☐ PLEASE RECYCLE

NOTES/COMMENTS:

Mark and David,

Here are the USM numbers as of 11/19.

Regards,

Jeff

[CLICK HERE AND TYPE RETURN ADDRESS]

PTF0223

*Norman 4*

USMD000029

US MOBILCOMM, INC.  
Balance Sheet  
As of November 19, 1998

DRAFT

Nov 19, '98

ASSETS

Current Assets

Checking/Savings

CASH-CHECKING	2,139.91
CASH-MONEY MKT	8,204.58

Total Checking/Savings	10,344.49
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Accounts Receivable  
RECEIVABLES

5,735.12
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Total Accounts Receivable	5,735.12
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Other Current Assets

CONSTRUCTION-Uniden Equip	9,000.00
OPTION PAYMENTS	51,200.00
SHAREHOLDER LOANS	20,500.00

Total Other Current Assets	80,700.00
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Total Current Assets	96,779.61
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Fixed Assets

.COMPUTER and EQUIP	1,993.59
BALT/WASH-FT	13,993.63
BALT/WASH-HH	15,185.48
BALT/WASH-JD	2,015.34
BALT/WASH-JW	13,367.55
BALT/WASH-KP	35,165.83
BALT/WASH-LH	14,024.28
BALT/WASH-MF	2,015.34
BALT/WASH-MP	13,368.41
BALT/WASH-RL	14,024.31
BALT/WASH-USM	7,311.22
BOSTON-DB	13,256.85
BOSTON-HR	9,059.21
BOSTON-MK	13,256.85
BOSTON-PCK	13,256.86
BOSTON-VP	13,256.86
CHICAGO-CB	13,732.65
MIAMI-BM	13,310.40
MIAMI-DM	13,310.40
MIAMI-EC	48,125.73
MIAMI-JM	13,345.80
MIAMI-USM	13,275.00
NEW YORK-GB	14,332.37
NEW YORK-MA	8,410.14
PHILADELPHIA-AC	45,768.88
PHILADELPHIA-CF	45,377.58
PHILADELPHIA-DC	13,386.55
PHILADELPHIA-OB	13,386.55
PHILADELPHIA-TE	13,386.55
PHILADELPHIA-VE	13,386.55
SACRAMENTO-CS	13,769.50
SACRAMENTO-EG	13,752.14
SACRAMENTO-PH	13,769.52
SACRAMENTO-TL	13,769.52

PTF0224

USMD000030

11/16/98

**US MOBILCOMM, INC.**  
**Balance Sheet**  
 As of November 19, 1998

	<u>Nov 19, '98</u>
<b>Total Fixed Assets</b>	<b>532,147.44</b>
<b>Other Assets</b>	
INCORP EXP-NET	200.00
INTANGIBLE	6,498.00
LICENSES OWNED	13,318.50
SECURITY DEPOSITS	600.00
<b>Total Other Assets</b>	<u><b>20,616.50</b></u>
<b>TOTAL ASSETS</b>	<u><b>649,543.55</b></u>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
<b>Other Current Liabilities</b>	
NOTES PAYABLE-Equipment	405,404.62
SALES TAX MD	-8.75
SALES TAX OWED	746.11
SALES TAX PA	-0.62
SALES TAX PAYABLE	409.49
<b>Total Other Current Liabilities</b>	<u><b>406,550.85</b></u>
<b>Total Current Liabilities</b>	<u><b>406,550.85</b></u>
<b>Total Liabilities</b>	<b>406,550.85</b>
<b>Equity</b>	
EARNINGS	-785,592.50
Net Income	-82,010.95
PAID IN CAPITAL	<u>1,090,596.15</u>
<b>Total Equity</b>	<u><b>242,992.70</b></u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u><b>649,543.55</b></u>

PTF0225

USMD000031

11/16/98

**US MOBILCOMM, INC.**  
**Profit and Loss**  
 January 1 through November 19, 1998

DRAFT

	<u>Jan 1 - Nov 19, '98</u>
<b>Income</b>	
BALT/WASH Market	36,062.94
BOSTON Market	6,144.39
CHICAGO Market	-3,812.50
HOUSTON Market	-95.00
INTEREST INCOME	192.95
MIAMI Market	-3,944.60
MISC INCOME	67.83
NEW YORK Market	-9,672.46
PHILADELPHIA Market	-18,150.71
SACRAMENTO Market	-380.00
<b>Total Income</b>	<u>6,412.84</u>
<b>Expense</b>	
AMORTIZATION	1,083.50
CORP HQ OFFICE EXPENSES	3,090.84
DEPRECIATION	8,881.50
DUES & SEMINARS	817.70
INSURANCE	30.50
INTEREST EXPENSE	10,406.95
OFFICE SUPPLIES	793.32
POSTAGE & FEDEX	428.60
PROFESSIONAL SERVICES	41,679.00
TAXES- STATE INC & FRANCHISE	500.00
TRAVEL & ENTERTAINMENT	711.88
<b>Total Expense</b>	<u>68,423.79</u>
<b>Net Income</b>	<u><u>-62,010.95</u></u>

PTF0226

USMD000032

# EXHIBIT H

**SCHEDULE K-1**  
**(Form 1120S)****Shareholder's Share of Income, Credits, Deductions, etc.**

OMB. No. 1545-0130

▶ See separate instructions.

**2000**Department of the Treasury  
Internal Revenue Service

beginning

For calendar year 2000 or tax year

, 2000, and ending

, 20

Shareholder's identifying number ▶ **042-54-2612**Corporation's identifying number ▶ **23-2767067**

Shareholder's name, address, and ZIP code

Corporation's name, address, and ZIP code

**JEFFREY NORMAN**  
**1824 STORRS ROAD**  
**STORRS, CT 06268****US MOBILCOMM, INC.**  
**805 BRYN MAWR AVE**  
**NEWTOWN SQUARE, PA 19073-4330**

- A Shareholder's percentage of stock ownership for tax year (see instructions for Schedule K-1) . . . . . ▶ **25.000000 %**
- B Internal Revenue Service Center where corporation filed its return ▶ **CINCINNATI, OH 45999**
- C Tax shelter registration number (see instructions for Schedule K-1) . . . . . ▶
- D Check applicable boxes: (1) ☐ Final K-1 (2) ☐ Amended K-1

(a) Pro rata share items		(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
Income (Loss)	1 Ordinary income (loss) from trade or business activities . . . . .	1 <b>6,264.</b>	See pages 4 and 5 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).  Sch. B, Part I, line 1 Sch. B, Part II, line 5 Sch. E, Part I, line 4 Sch. D, line 5, col. (f)  Sch. D, line 12, col. (g) Sch. D, line 12, col. (f)  (Enter on applicable line of your return.)  See Shareholder's Instructions for Schedule K-1 (Form 1120S).  (Enter on applicable line of your return.)
	2 Net income (loss) from rental real estate activities . . . . .	2	
	3 Net income (loss) from other rental activities . . . . .	3	
	4 Portfolio income (loss):		
	a Interest . . . . .	4a <b>189.</b>	
	b Ordinary dividends . . . . .	4b	
	c Royalties . . . . .	4c	
	d Net short-term capital gain (loss) . . . . .	4d	
	e Net long-term capital gain (loss):		
	(1) 28% rate gain (loss) . . . . .	4e(1)	
(2) Total for year . . . . .	4e(2) <b>16,711.</b>		
f Other portfolio income (loss) (attach schedule) . . . . .	4f		
5 Net section 1231 gain (loss) (other than due to casualty or theft) . . . . .	5		
6 Other income (loss) (attach schedule) . . . . .	6		
Deductions	7 Charitable contributions (attach schedule) . . . . .	7	Sch. A, line 15 or 16  See page 6 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	8 Section 179 expense deduction . . . . .	8	
	9 Deductions related to portfolio income (loss) (attach schedule) . . . . .	9	
	10 Other deductions (attach schedule) . . . . .	10	
Investment Interest	11a Interest expense on investment debts . . . . .	11a	Form 4952, line 1 See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	b (1) Investment income included on lines 4a, 4b, 4c, and 4f above . . . . .	11b(1) <b>189.</b>	
	(2) Investment expenses included on line 9 above . . . . .	11b(2)	
Credits	12a Credit for alcohol used as fuel . . . . .	12a	Form 6478, line 10    Form 8586, line 5   See page 7 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	b Low-income housing credit:		
	(1) From section 42(j)(5) partnerships for property placed in service before 1990 . . . . .	12b(1)	
	(2) Other than on line 12b(1) for property placed in service before 1990 . . . . .	12b(2)	
	(3) From section 42(j)(5) partnerships for property placed in service after 1989 . . . . .	12b(3)	
	(4) Other than on line 12b(3) for property placed in service after 1989 . . . . .	12b(4)	
	c Qualified rehabilitation expenditures related to rental real estate activities . . . . .	12c	
	d Credits (other than credits shown on lines 12b and 12c) related to rental real estate activities . . . . .	12d	
	e Credits related to other rental activities . . . . .	12e	
	13 Other credits . . . . .	13	

For Paperwork Reduction Act Notice, see the Instructions for Form 1120S.

Schedule K-1 (Form 1120S) 2000

Schedule K-1 (Form 1120S) (2000)

SHAREHOLDER#02

JEFFREY NORMAN

Page 2

(a) Pro rata share items		(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
Adjustments and Tax Preference Items	14a Depreciation adjustment on property placed in service after 1986	14a -3,629.	See page 7 of the Shareholder's Instructions for Schedule K-1 (Form 1120S) and Instructions for Form 6251
	b Adjusted gain or loss	14b	
	c Depletion (other than oil and gas)	14c	
	d (1) Gross income from oil, gas, or geothermal properties	14d(1)	
	(2) Deductions allocable to oil, gas, or geothermal properties	14d(2)	
	e Other adjustments and tax preference items (attach sch.)	14e	
Foreign Taxes	15a Name of foreign country or U.S. possession	15b	Form 1116, Part I
	b Gross income sourced at shareholder level	15b	
	c Foreign gross income sourced at corporate level:		
	(1) Passive	15c(1)	
	(2) Listed categories (attach schedule)	15c(2)	
	(3) General limitation	15c(3)	
	d Deductions allocated and apportioned at shareholder level:		
	(1) Interest expense	15d(1)	
	(2) Other	15d(2)	
	e Deductions allocated and apportioned at corporate level to foreign source income:		
	(1) Passive	15e(1)	
(2) Listed categories (attach schedule)	15e(2)		
(3) General limitation	15e(3)	Form 1116, Part II	
f Total foreign taxes (check one): <input type="checkbox"/> Paid <input type="checkbox"/> Accrued	15f		
g Reduction in taxes available for credit and gross income from all sources (attach schedule)	15g	See Instructions for Form 1116	
Other	16 Section 59(e)(2) expenditures: a Type	16b	See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	b Amount	16b	
	17 Tax-exempt interest income	17	Form 1040, line 8b
	18 Other tax-exempt income	18	
	19 Nondeductible expenses	19	See pages 7 and 8 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	20 Property distributions (including cash) other than dividend distributions reported to you on Form 1099-DIV	20 NONE	
	21 Amount of loan repayments for "Loans From Shareholders"	21	
	22 Recapture of low-income housing credit:		Form 8811, line 8
a From section 42(j)(5) partnerships	22a		
b Other than on line 22a	22b		
Supplemental Information	23 Supplemental information required to be reported separately to each shareholder (attach additional schedules if more space is needed):		

Schedule K-1 (Form 1120S) 2000

JSA

0C1610 3.000

MC000544

02/20/2001

23-2767067

25

# EXHIBIT I



**SCHEDULE K-1  
(Form 1120S)****Shareholder's Share of Income, Credits, Deductions, etc.**

OMB. No. 1545-0130

**2001**Department of the Treasury  
Internal Revenue Service

▶ See separate instructions.

For calendar year 2001 or tax year

beginning

, 2001, and ending

, 20

Shareholder's identifying number ▶ **042-54-2612**Corporation's identifying number ▶ **23-2767067**

Shareholder's name, address, and ZIP code

Corporation's name, address, and ZIP code

**JEFFREY NORMAN****US MOBILCOMM, INC.****202 WEED ST.****805 BRYN MAWR AVE****NEW CANAAN, CT 06840****NEWTOWN SQUARE, PA 19073-4330**A Shareholder's percentage of stock ownership for tax year (see instructions for Schedule K-1) ▶ **25.000000 %**B Internal Revenue Service Center where corporation filed its return ▶ **Cincinnati, OH 45999**

C Tax shelter registration number (see instructions for Schedule K-1) ▶

D Check applicable boxes: (1) ☐ Final K-1 (2) ☐ Amended K-1

(a) Pro rata share items		(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
Income (Loss)	1 Ordinary income (loss) from trade or business activities . . . . .	1 <b>-20,063.</b>	See page 4 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).  Sch. B, Part I, line 1 Sch. B, Part II, line 5 Sch. E, Part I, line 4 Sch. D, line 5, col. (f) Sch. D, line 12, col. (f) Sch. D, line 12, col. (g) Line 4 of worksheet for Sch. D, line 29  (Enter on applicable line of your return.)  See Shareholder's Instructions for Schedule K-1 (Form 1120S).  (Enter on applicable line of your return.)
	2 Net income (loss) from rental real estate activities . . . . .	2	
	3 Net income (loss) from other rental activities . . . . .	3	
	4 Portfolio income (loss):		
	a Interest . . . . .	4a <b>521.</b>	
	b Ordinary dividends . . . . .	4b	
	c Royalties . . . . .	4c	
	d Net short-term capital gain (loss) . . . . .	4d	
	e (1) Net long-term capital gain (loss) . . . . .	4e(1) <b>104,000.</b>	
	(2) 28% rate gain (loss) . . . . .	4e(2)	
(3) Qualified 5-year gain . . . . .	4e(3)		
f Other portfolio income (loss) (attach schedule) . . . . .	4f		
5 Net section 1231 gain (loss) (other than due to casualty or theft) . . . . .	5 <b>-4,398.</b>		
6 Other income (loss) (attach schedule) . . . . .	6		
Deductions	7 Charitable contributions (attach schedule) . . . . .	7	Sch. A, line 15 or 16
	8 Section 179 expense deduction . . . . .	8	
Investment Interest	9 Deductions related to portfolio income (loss) (attach schedule) . . . . .	9	See page 6 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	10 Other deductions (attach schedule) . . . . .	10	
Credits	11a Interest expense on investment debts . . . . .	11a	Form 4952, line 1 See Shareholder's Instructions for Schedule K-1 (Form 1120S).  Form 6478, line 10 Form 8586, line 5  See pages 6 and 7 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	b (1) Investment income included on lines 4a, 4b, 4c, and 4f above, . . . . .	11b(1) <b>521.</b>	
	(2) Investment expenses included on line 9 above . . . . .	11b(2)	
	12a Credit for alcohol used as fuel . . . . .	12a	
	b Low-income housing credit:		
	(1) From section 42(j)(5) partnerships . . . . .	12b(1)	
	(2) Other than on line 12b(1) . . . . .	12b(1)	
	c Qualified rehabilitation expenditures related to rental real estate activities . . . . .	12c	
	d Credits (other than credits shown on lines 12b and 12c) related to rental real estate activities . . . . .	12d	
	e Credits related to other rental activities . . . . .	12e	
13 Other credits . . . . .	13		

For Paperwork Reduction Act Notice, see the Instructions for Form 1120S.

Schedule K-1 (Form 1120S) 2001

Schedule K-1 (Form 1120S) (2001)

Shareholder#02 JEFFREY NORMAN

Page 2

(a) Pro rata share items		(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
Adjustments and Tax Preference Items	<b>14a</b> Depreciation adjustment on property placed in service after 1986	<b>14a</b> -1,923.	See page 7 of the Shareholder's Instructions for Schedule K-1 (Form 1120S) and Instructions for Form 6251
	<b>b</b> Adjusted gain or loss	<b>14b</b>	
	<b>c</b> Depletion (other than oil and gas)	<b>14c</b>	
	<b>d (1)</b> Gross income from oil, gas, or geothermal properties	<b>14d(1)</b>	
	<b>(2)</b> Deductions allocable to oil, gas, or geothermal properties	<b>14d(2)</b>	
	<b>e</b> Other adjustments and tax preference items (attach schedule)	<b>14e</b>	
Foreign Taxes	<b>15a</b> Name of foreign country or U.S. possession		Form 1116, Part I
	<b>b</b> Gross income from all sources	<b>15b</b>	
	<b>c</b> Gross income sourced at shareholder level	<b>15c</b>	
	<b>d</b> Foreign gross income sourced at corporate level:		
	<b>(1)</b> Passive	<b>15d(1)</b>	
	<b>(2)</b> Listed categories (attach schedule)	<b>15d(2)</b>	
	<b>(3)</b> General limitation	<b>15d(3)</b>	
	<b>e</b> Deductions allocated and apportioned at shareholder level:		
	<b>(1)</b> Interest expense	<b>15e(1)</b>	
	<b>(2)</b> Other	<b>15e(2)</b>	
	<b>f</b> Deductions allocated and apportioned at corporate level to foreign source income:		
	<b>(1)</b> Passive	<b>15f(1)</b>	
<b>(2)</b> Listed categories (attach schedule)	<b>15f(2)</b>		
<b>(3)</b> General limitation	<b>15f(3)</b>		
<b>g</b> Total foreign taxes (check one): <input type="checkbox"/> Paid <input type="checkbox"/> Accrued	<b>15g</b>	Form 1116, Part II See Instructions for Form 1116	
<b>h</b> Reduction in taxes available for credit (attach schedule)	<b>15h</b>		
Other	<b>16</b> Section 59(e)(2) expenditures: <b>a</b> Type		See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	<b>b</b> Amount	<b>16b</b>	
	<b>17</b> Tax-exempt interest income	<b>17</b>	Form 1040, line 8b
	<b>18</b> Other tax-exempt income	<b>18</b>	
	<b>19</b> Nondeductible expenses	<b>19</b> 20.	See page 7 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	<b>20</b> Property distributions (including cash) other than dividend distributions reported to you on Form 1099-DIV	<b>20</b>	
	<b>21</b> Amount of loan repayments for "Loans From Shareholders"	<b>21</b>	
	<b>22</b> Recapture of low-income housing credit:		
<b>a</b> From section 42(j)(5) partnerships	<b>22a</b>	Form 8611, line 8	
<b>b</b> Other than on line 22a	<b>22b</b>		
Supplemental Information	<b>23</b> Supplemental information required to be reported separately to each shareholder (attach additional schedules if more space is needed):		